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JEANNE A. NAUGHTON, CLERK

MAY 29 2019

U.S. BANKRUPTCY COURT
NEWARK, N.J.

BY *Jeanne A. Naughton* DEPUTY

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY
Caption in compliance with D.N.J. LBR 9004-1

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and Debtors-in-Possession*

In re:

NEW ENGLAND MOTOR FREIGHT, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 19-12809 (JKS)

(Jointly Administered)

SECOND ORDER IN AID OF NEMF AUCTION SALE ORDER [ECF 434]

The relief set forth on the following pages, numbered two (2) through and including four (4), is hereby **ORDERED**.

5/29/19

JKM

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are as follows: New England Motor Freight, Inc. (7697); Eastern Freight Ways, Inc. (3461); NEMF World Transport, Inc. (2777); Apex Logistics, Inc. (5347); Jans Leasing Corp. (9009); Carrier Industries, Inc. (9223); Myar, LLC (4357); MyJon, LLC (7305); Hollywood Avenue Solar, LLC (2206); United Express Solar, LLC (1126); and NEMF Logistics, LLC (4666).

Upon consideration of the Debtors' Motion for Entry of a Second Order in Aid of the NEMF Auction Sale Order (defined below) (the "Motion"), supported by Declaration of Vincent J. Colistra (the "Colistra Declaration"), requesting that the Court enter an Order, in Aid of Order (A) Authorizing the Debtors to Sell at Auction Substantially all of Debtor NEMF's Personal Property Assets Free and Clear of All Liens, Claims, Interests and Encumbrances, (B) Approving Auction Procedures Relating to Such Auction Sales, and (C) Granting Related Relief (the "NEMF Auction Sale Order") (Docket No. 434) to amend the NEMF Sale Order to provide for and authorize the sale of certain personal property owned by Debtors other than NEMF; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Reference to the Bankruptcy Court Under Title 11 of the United States District Court for the District of New Jersey as amended on September 18, 2012 (Simandle, C.J.); and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that entry of this Order is authorized under the facts and circumstances and that no affected parties in interest have objected to entry of the Order; and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought by way of the Motion is in the best interests of the Debtors, their estates, creditors and parties in interest; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The provisions of paragraph 2 of the NEMF Auction Sale Order are supplemented as follows:

a. to provide that the definition of "Equipment" shall be expanded to include any assets identified in the Engagement Agreement that are owned by a Debtor other than NEMF; and

b. to provide that the Debtors and T&M are authorized pursuant to sections 363 and 105(a) of the Bankruptcy Code to sell additional personal property assets owned by Debtors other than NEMF, including but not limited to Eastern Freight Ways, Inc., Jans Leasing Corp., and Carrier Industries, Inc. (the "Additional Equipment"), at the Auctions approved under the NEMF Auction Sale Order, notwithstanding that such assets are not identified in the Engagement Agreement. The Additional Equipment shall include, but not be limited to, the assets identified on **Exhibit A** hereto.

3. All terms of the NEMF Auction Sale Order applicable to the sale of property owned by NEMF shall apply to the sale of property, as authorized herein, owned by any other Debtor.

4. Nothing herein shall affect the finality of the NEMF Auction Sale Order. All parties' rights are preserved, and nothing in this Order or any action taken to consummate the auction sales shall be deemed to impair, compromise or bind the parties, including without limitation, (i) claims of cross collateralization, (ii) allocation of sales proceeds, (iii) valuation, (iv) deficiency claims against the Debtors, or (v) any other theory relating to the rights to sale proceeds or claims against the Debtors' bankruptcy estates.

5. The Debtors shall serve a copy of this Order by (A) electronic mail, on (i) the Office of the United States Trustee for the District of New Jersey, (ii) counsel to the Official Committee of Unsecured Creditors, (iii) all lenders asserting a lien on the Debtors' Equipment;

and (B) by ECF electronic notice to all parties that have requested to receive notice pursuant to Bankruptcy Rule 2002 within two (2) business days after the entry of this Final Order.

6. This Court shall retain exclusive jurisdiction over any and all disputes arising under or otherwise relating to the construction, performance, interpretation and enforcement of the terms and provisions of this Order.

EXHIBIT A

EFW Assets Scheduled for Auction – As of May 28, 2019

| Type of Equipment | Unit Number | Description | VIN # | Location | YEAR | MAKE | MODEL | Bank Encumbered | EST. LOAN BALANCE |
|-------------------|-------------|-------------|-------------------|----------|------|--------|----------|-----------------|-------------------|
| Tractor | 43217 | EFW SLEEPER | 1FUJGHDV1HLHL2177 | TBD | 2017 | FRGHT | CASCADIA | Wells Fargo | \$77,237 |
| Tractor | 9361 | TRACTOR EFW | 1M1AA13Y8SW048709 | TBD | 1995 | MACK | CH613 | None | N/A |
| Tractor | 9365 | TRACTOR EFW | 1M1AA13Y3SW049752 | TBD | 1995 | MACK | CH613 | None | N/A |
| Tractor | 9369 | TRACTOR EFW | 1M1AA13Y0SW049756 | TBD | 1995 | MACK | CH613 | None | N/A |
| Vans | L90050 | TRAILER | 1S12S8486TD400203 | BOSTON | 1996 | STRICK | VAN | None | N/A |
| Vans | L90054 | TRAILER | 1S12S8483TD400207 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | L90058 | TRAILER | 1S12S8485TD400211 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | L90059 | TRAILER | 1S12S8487TD400212 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | L90060 | TRAILER | 1S12S8489TD400213 | BOSTON | 1996 | STRICK | VAN | None | N/A |
| Vans | L90062 | TRAILER | 1S12S8482TD400215 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | L90063 | TRAILER | 1S12S8484TD400216 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | L90071 | TRAILER | 1S12S8483TD400224 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | L90075 | TRAILER | 1S12S8480TD400228 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | L90081 | TRAILER | 1S12S8486TD400234 | BOSTON | 1996 | STRICK | VAN | None | N/A |
| Vans | L90082 | TRAILER | 1S12S8488TD400235 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | L90089 | TRAILER | 1S12S8485TD400242 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | L90090 | TRAILER | 1S12S8487TD400243 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | L90097 | TRAILER | 1S12S8484TD400250 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | L90099 | TRAILER | 1S12S8488TD400252 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | 93000 | TRAILER | 1S12S9535TD400153 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | 93001 | TRAILER | 1S12S9537TD400154 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | 93006 | TRAILER | 1S12S9536TD400159 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | 93007 | TRAILER | 1S12S9532TD400160 | TBD | 1996 | STRICK | VAN | None | N/A |

| | | | | | | | | | |
|------------------|----------|-----------------|--------------------|----------|------|--------|--------|------|-----|
| Vans | 93008 | TRAILER | 1S12S9534TD400161 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | 93009 | TRAILER | 1S12S9536TD400162 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | 93010 | TRAILER | 1S12S9538TD400163 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | 93015 | TRAILER | 1S12S9537TD400168 | BOSTON | 1996 | STRICK | VAN | None | N/A |
| Vans | 93018 | TRAILER | 1S12S9537TD400171 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | 93022 | TRAILER | 1S12S9534TD400175 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | 93024 | TRAILER | 1S12S9538TD400177 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | 93025 | TRAILER | 1S12S9533XTD400178 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | 93026 | TRAILER | 1S12S9531TD400179 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | 93027 | TRAILER | 1S12S9538TD400180 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | 93030 | TRAILER | 1S12S9533TD400183 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | 93033 | TRAILER | 1S12S9539TD400186 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | 93034 | TRAILER | 1S12S9530TD400187 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | 93036 | TRAILER | 1S12S9534TD400189 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | 93040 | TRAILER | 1S12S9536TD400193 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | 93042 | TRAILER | 1S12S9533XTD400195 | BUFFALO | 1996 | STRICK | VAN | None | N/A |
| Vans | 93043 | TRAILER | 1S12S9531TD400196 | BOSTON | 1996 | STRICK | VAN | None | N/A |
| Vans | 93044 | TRAILER | 1S12S9533TD400197 | TBD | 1996 | STRICK | VAN | None | N/A |
| Vans | 93046 | TRAILER | 1S12S9537TD400199 | TBD | 1996 | STRICK | VAN | None | N/A |
| Miscellaneous | P50 | SNOW PLOW | U686ST4994 | TBD | 1980 | MACK | U686ST | None | N/A |
| Storage Trailers | STL90051 | STORAGE | 1S12S8488TD400204 | COLUMBUS | 1996 | STRICK | VAN | None | N/A |
| Storage Trailers | STL90087 | STORAGE | 1S12S8481TD400240 | COLUMBUS | 1996 | STRICK | VAN | None | N/A |
| Storage Trailers | ST9057 | STORAGE UNIT | 1S12S8483TD400210 | TBD | 1996 | STRICK | VAN | None | N/A |
| Storage Trailers | STL90092 | STORAGE TRAILER | 1S12S8480TD400245 | TBD | 1996 | STRICK | VAN | None | N/A |
| Storage Trailers | ST93012 | STORAGE | 1S12S9531TD400165 | TBD | 1996 | STRICK | VAN | None | N/A |

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|------------------|----------|---------|-------------------|-----|------|--------|-----|------|-----|
| Storage Trailers | ST93041 | STORAGE | 1S12S9538TD400194 | TBD | 1996 | STRICK | VAN | None | N/A |
| Storage Trailers | STL90069 | STORAGE | 1S12S848XTD400222 | TBD | 1996 | STRICK | VAN | None | N/A |
| Storage Trailers | ST389 | STORAGE | 1S12S8482TD400229 | TBD | 1996 | STRICK | VAN | None | N/A |